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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re
CASH CLOUD, INC.,
dba COIN CLOUD,
Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**MOTION FOR APPROVAL OF
ADMINISTRATIVE
CLAIM OF POPULUS
FINANCIAL GROUP, INC.**

Hearing Date: [] , 2023
Hearing Time: []

Populus Financial Group, Inc. (“Populus”), by and through its undersigned counsel, hereby files this Motion for Approval of Administrative Claim of Populus Financial Group, Inc. (the “Motion”), whereby Populus requests approval of its administrative claim in the amount of \$90,838.97, attached hereto as **Exhibit A**. In support of its Motion, Populus shows the Court as follows:

I. FACTUAL BACKGROUND

1. On February 7, 2023 (the “Petition Date”), this case was commenced through the filing of a voluntary petition pursuant to Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

2. Prior to the Petition Date, Cash Cloud, Inc. (the “Debtor”) and Populus entered into a Master Host Agreement (the “Agreement”) providing for Debtor to place kiosk machines in Populus’s retail locations, which operate under the business name ACE Cash Express.

3. The Agreement requires that the Debtor pay Populus \$275 per machine per month.

4. Since the Petition Date, the Debtor has continued to maintain its machines in Populus's retail locations.

5. The Debtor has not paid Populus for amounts incurred from May 1, 2023 to July 20, 2023, as follows:

Performance Month	Payment Due Date	Payment Due
May 2023	June 15, 2023	\$35,120.15
June 2023	July 15, 2023	\$33,907.49
July 2023	August 15, 2023	<u>\$21,811.33</u>
		\$90,838.97

6. Attached hereto as **Exhibit B** is an affidavit in support of this Motion.

7. On July 11, 2023, the Court entered its Order Establishing Administrative Claim Bar Date for Filing Proofs of Administrative Expense Claim and Approving Form, Manner and Sufficiency of Notice Thereof [Doc. 823], which established July 20, 2023 as the deadline for asserting an administrative expense claim against the Debtor that accrued or arose on or between the Petition Date and July 20, 2023.

II. MEMORANDUM OF LAW

Through this Motion, Populus seeks, pursuant to Bankruptcy Code section 503(b)(1)(A),

1 allowance and payment of \$90,838.97 as an administrative expense, which represents unpaid rent and
2 associated fees owed to Populus under its agreements with the Debtor from the Petition Date to July
3 20, 2023.

4 Pursuant to section 503(b)(1)(A) of the Bankruptcy Code, “there should be allowed
5 administrative expenses, . . . including – the actual, necessary costs and expenses of preserving the
6 estate . . .” 11 U.S.C. § 503(b)(1)(A). The list of allowable administrative expenses in section
7 503(b) is nonexhaustive. *In re Megafoods Stores, Inc.*, 163 F.3d 1063, 1071 (9th Cir. 1998).
8 Administrative expense priority should be granted to claims that: (1) resulted from a post-petition
9 transaction, (2) directly and substantially benefit the estate, and (3) are actual and necessary expenses.
10 *In re Hanna*, 168 B.R. 386, 388 (B.A.P. 9th Cir. 1994).

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12 Each element is met by the circumstances of this case. First, Populus’s claim relates to post-
13 petition transactions with the Debtor—the Debtor’s placement and operation of kiosks within
14 Populus’s retail locations. Second, the placement by the Debtor in Populus’s retail locations was
15 beneficial to the Debtor in that it allowed the Debtor the choice to operate those machines and
16 generate income. Finally, the amount of the claim was actually incurred by the Debtor and the
17 payment of such amount was necessary in order for Populus to permit the kiosks to be placed within
18 the applicable retail locations. Populus has, accordingly, met the requirements under Bankruptcy
19 Code section 503(b)(1)(A) such that its claim should be treated as an administrative expense.

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III. CONCLUSION

WHEREFORE, Populus respectfully requests the Court enter an order granting an administrative expense claim against the Debtor in the amount of \$90,838.97 and grant such other and further relief as is just and proper.

ALVERSON TAYLOR & SANDERS

/s/ Kurt R. Bonds

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on July 20, 2023, a true and correct copy of the foregoing was served by electronic means as listed on the Court's ECF noticing system and by first class mail, postage prepaid, to the following:

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